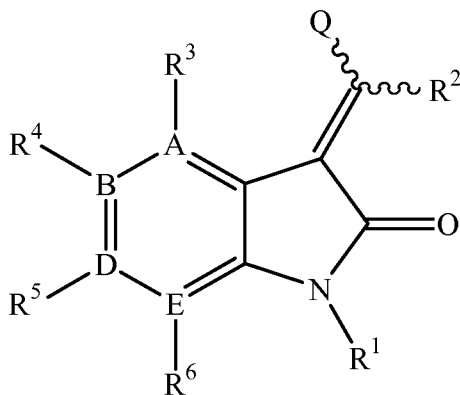


Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A 3-heteroarylidene-2-indolinone having the chemical structure:



or a physiologically acceptable salt or prodrug thereof wherein,

A and B are nitrogen, and D and E are carbon;

B and D are nitrogen, and A and E are carbon; or

D and E are nitrogen, and B and A are carbon;

it being understood that;

when A and B are nitrogen, R³ and R⁴ do not exist;

when B and D are nitrogen, R⁴ and R⁵ do not exist; and

when D and E are nitrogen, R⁵ and R⁶ do not exist;

R¹ is selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, hydroxy, alkoxy, carboxyl, C-amido and sulfonyl;

R² is selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, heteroaryl, and heteroalicyclic;

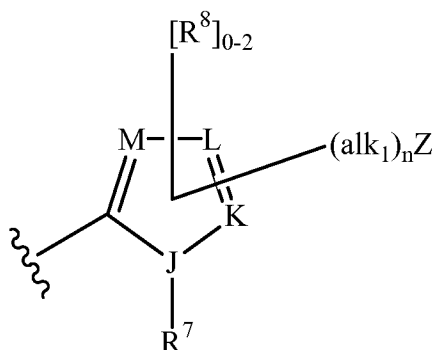
R³, R⁴, R⁵ and R⁶ are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, thiohydroxy, thioalkoxy, thioaryloxy, sulfinyl, sulfonyl, sulfonamido, carbonyl, carboxyl,

cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, C-amido, N-amido, amino and $-NR^{10}R^{11}$;

R^{10} and R^{11} are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, sulfonyl and, combined, a five- or six-member heteroalicyclic ring containing at least one nitrogen;

R^3 and R^4 , R^4 and R^5 , or R^4 and R^5 may combine to form a six-member aryl or heteroaryl ring;

Q is a heteroaryl group having the following structure:



J is selected from the group consisting of oxygen, nitrogen and sulfur;

K, L and M are independently selected from the group consisting of carbon, nitrogen, oxygen and sulfur such that the five-member heteroaryl ring formed is one known in the chemical arts, it being understood that when K, L and M are nitrogen, sulfur or oxygen, R^8 or $-(alk_1)_n Z$ cannot be covalently bonded to that atom;

when J is nitrogen, R^7 is selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, hydroxy, alkoxy, aryloxy, carbonyl, carboxyl, C-amido, guanyl and sulfonyl and when J is oxygen or sulfur, R^7 does not exist and there is no bond;

R^8 is selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, thiohydroxy, thioalkoxy, thioaryloxy, sulfinyl, sulfonyl, sulfonamido, carbonyl, carboxyl, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, C-amido, N-amido, amino, $-NR^{10}R^{11}$, trihalomethyl, a five member cycloalkyl, aryl, heteroaryl or heteroalicyclic ~~heteroalicyclic~~ ring fused to two adjacent atoms of the Q ring; and a six-member cycloalkyl ~~cycloalkyl~~, aryl, heteroaryl, or heteroalicyclic ring fused to two adjacent atoms of the Q ring;

R¹⁰ and R¹¹ are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, sulfonyl and, combined, a five- or six-member heteroalicyclic ring containing at least one nitrogen;

alk₁ is selected from the group consisting of optionally substituted methylene (-CRR'-), optionally substituted ethylene (-C(R)=C(R')-) and acetylene (-C≡C-);

R and R' are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, alkoxy, thioalkoxy, aryloxy and halo;

n is 0 to 10, inclusive;

and Z is ~~a polar group~~ is selected from the group consisting of hydroxy, alkoxy, amino, carboxyl, carbamyl, amido, morpholino, piperazinyl, tetrazolo, sulfonyl, sulfonamido, ureido and phosphonyl.

2. (Currently Amended) The compound or salt, ~~salt or prodrug~~ of claim 1 wherein, K, L and M are carbon;

R⁸ is selected from the group consisting of hydrogen, alkyl, halo, cyano, carboxyl, a six-member cycloalkyl group fused to 2 adjacent atoms of the Q ring and a six-member heteroalicyclic ring fused to 2 adjacent atoms of the Q ring;

alk₁ is selected from the group consisting of CH₂ and CH₂CH₂; and

n is 0, 1, 2 or 3.

~~and, Z is selected from the group consisting of hydroxy, alkoxy, amino, carboxyl, carbamyl, amido, morpholino, piperazinyl, tetrazolo, sulfonyl, sulfonamido, ureido and phosphonyl.~~

3. (Currently Amended) The compound or salt, ~~salt or prodrug~~ of claim 2 wherein, J is nitrogen.

4. (Currently Amended) The compound or salt, ~~salt or prodrug~~ of claim 2 wherein, J is sulfur.

5. (Currently Amended) The compound or salt, ~~salt or prodrug~~ of claim 2 wherein, J is oxygen.

6. (Currently Amended) The compound or salt, ~~salt or prodrug~~ of claim 3 wherein, R⁷ is hydrogen.

7-9. (Previously canceled)

10-17. (Canceled)

18. (Currently amended) A pharmacological composition of said compound or salt ;
~~salt or prodrug~~ of claim 1.

19-37. (Canceled)